

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al.¹)
Debtors.) Case No. 01-01139 (JKF)
) (Jointly Administered)
) Re: Docket No. 12431
) June 19, 2006 Agenda Item No. 2

**ORDER APPROVING A STIPULATION SETTLING CLAIMS CONCERNING
THE WAUCONDA SITE AND AUTHORIZING PAYMENT THEREUNDER**

This matter coming before the Court on the Motion of Debtors for Entry of an Order Approving A Stipulation Settling Claims Concerning the Wauconda Site and Authorizing Payment Thereunder (the "Motion")², pursuant to Bankruptcy Code sections 105 and 363 and Bankruptcy Rule 9019; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. sections 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. section 157(b)(2), and (c) notice of the Motion was adequate under the circumstances; and the

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Daren Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace II-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Horneco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Capitalized terms used herein have the meanings ascribed to them in the Motion.

Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

The Motion is GRANTED.

1. The Stipulation, a copy of which is attached to the Motion as Exhibit 1, is approved.
2. The Debtors shall be, and hereby are, authorized to enter into the Stipulation, and are authorized to take any and all actions reasonably necessary or appropriate to consummate the Stipulation and perform any and all obligations contemplated therein, including making immediate payment as required therein.
3. Upon payment of the Settlement Amount authorized herein, the Claimants' Claims, (consisting of Claim No. 14028 filed by Exxon Chemical Americas; Claim No. 14029 filed by Morton International, Inc.; Claim No. 14030 filed by Ink Specialties Co., Inc.; Claim No. 14031 filed by Giddings & Lewis LLC; Claim No. 14032 filed by Wells Manufacturing; Claim No. 14033 filed by Honeywell, Inc.; Claim No. 14034 filed by H. B. Fuller Co.; Claim No. 14035 filed by Waste Management of Illinois, Inc.; Claim No. 14649 filed by Mailwell Co.; and Claim No. 9634 of the United States), are hereby disallowed and expunged, and Claimants and Additional PPRs are forever barred from asserting any additional pre-petition or post-petition claims against the Debtors with respect to the matters covered in the Stipulation.
4. This Court shall retain jurisdiction to interpret, implement, and enforce the provisions of this Order subject to the provisions of the Stipulation.

Dated: June 16, 2006

Judith K. Fitzgerald
The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

